

No.

Date

Fee \$

0-3531020

DEC 19 1980

10.00

ICC Washington, D. C.

RECORDATION NO.

Filed 1426

DEC 19 1980 - 9 10 AM

INTERSTATE COMMERCE COMMISSION

December 19, 1980

Agatha L. Mergenovich, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20434

Dear Madam:

Enclosed for recordation under the provision of 49 U.S.C. Section 11303 are the original and counterparts of Amendment No. 2 dated as of July 1, 1980 (the "Amendment to Lease") amending and supplementing an Equipment Lease Agreement dated as of July 1, 1980 (the "Original Lease"; as amended the Amended Lease), as amended by Amendment No. 1, dated as of July 1, 1980 which Amendment was filed with your office at 9:00 a.m. on September 5, 1980 and assigned Recordation Number 12027-A which Original Lease was filed with your office at 8:50 a.m. on July 23, 1980 and was assigned Recordation Number 12027.

A general description of the railroad rolling stock covered by the Lease is set forth in Schedule 1 - Description of Units attached to this letter and made a part hereof.

The names and addresses of the parties to the Lease are:

Lessor:

United States Trust Company  
of New York, as Trustee under  
a Trust Agreement dated as of  
June 15, 1980, as amended and  
restated by an Amended Trust  
Agreement dated as of June 15,  
1980  
45 Wall Street  
New York, New York 10005

Lessee:

XTRA Leasing, Inc.  
c/o X-L-Co., Inc.  
60 State Street  
Boston, Massachusetts 02109

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BRANCH

*(1) Under Secretary - Elizabeth F. Edge*

The undersigned is an executive officer of the Lessee which is a party to the enclosed document and has knowledge of the matters set forth herein.

Please return the original copy and two counter-parts of the Lease to Charles T. Kappler, Esq., Alvord and Alvord, Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$10.00 covering the required recording fee.

Very truly yours,

XTRA LEASING, INC.

By

Title

*W. H. Daugherty*  
*Executive Vice President*

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

**12/19/80**

OFFICE OF THE SECRETARY

**Charles T. Kappler**  
**Alvord & Alvord**  
**200 World Center Building**  
**Washington, D.C. 20006**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **12/19/80** at **9:10am**, and assigned recordation number(s). **12027-C & 12028-B**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

SE-30  
(7/79)

RECORDATION NO. 13027 C  
Filed 1425

DEC 19 1980 -9 10 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 2 TO EQUIPMENT LEASE AGREEMENT

This AMENDMENT NO. 2, dated as of July 1, 1980, to EQUIPMENT LEASE AGREEMENT, dated as of July 1, 1980, between UNITED STATES TRUST COMPANY OF NEW YORK, a New York corporation not in its individual capacity but solely as Trustee under the Trust Agreement, as defined by reference in Section 1 hereof (herein, together with any successor Trustee then acting as such as permitted under the Trust Agreement, called "Lessor"), and XTRA LEASING, INC. a Delaware corporation (herein, together with its permitted successors and assigns, called "Lessee").

W I T N E S S E T H :

WHEREAS, the parties hereto have entered into an Equipment Lease Agreement dated as of even date herewith (the "Lease") providing for the lease of certain Units (as defined therein) by Lessor to Lessee;

WHEREAS, the parties hereto intend to increase the number of Units covered by the Lease;

NOW, THEREFORE, IT IS AGREED THAT:

1. Any term not defined herein shall have its respective meaning as set forth in the Lease.

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TO THE EXTENT, IF ANY, THAT THIS AMENDMENT NO. 2 TO LEASE CONSTITUTES CHATTEL PAPER (AS SUCH TERM IS DEFINED IN THE UNIFORM COMMERCIAL CODE AS IN EFFECT IN ANY APPLICABLE JURISDICTION) NO SECURITY INTEREST IN THIS AMENDMENT NO. 2 TO LEASE MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL EXECUTED COUNTERPART, WHICH SHALL BE IDENTIFIED AS THE COUNTERPART CONTAINING THE RECEIPT THEREFORE EXECUTED BY THE LENDER (AS DEFINED HEREIN BY REFERENCE) ON THE SIGNATURE PAGE HEREOF.

2. Schedule A to the Lease is amended to read in its entirety as set forth in Schedule A hereto.

3. Except as provided herein, the Lease shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment No. 2 to Equipment Lease to be duly executed under their respective corporate seals by their respective officers thereunto duly authorized.

[Corporate Seal]

UNITED STATES TRUST COMPANY  
OF NEW YORK, not in its  
individual capacity but  
solely as Trustee as  
aforesaid

Attest:

Stephen J. Calvo  
Assistant Secretary

By

Thomas B. Zahryowski  
Assistant Vice President

[Corporate Seal]

XTRA LEASING, INC.

Attest:

William D. Egan  
Secretary

By

W. D. Dargatzis  
President  
Executive Vice

Pursuant to Section 19(b) of the Lease, the undersigned consents to this Amendment No. 2.

THE CHASE MANHATTAN BANK, N.A.

By

Colleen C. Murphy, A.T.

STATE OF NEW YORK )  
: SS.:  
COUNTY OF NEW YORK )

On this            day of            , 1980, before me personally appeared THOMAS B. ZAKHAROWSKI, to me personally known, who, being by me duly sworn, says that he is a Asst. Vice President of UNITED STATES TRUST Co of N.Y., that the seal affixed to the foregoing instrument opposite the name of said corporation is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My Commission expires:  
March 30, 1982

FRANCINE ELLEN ZEIFER  
Notary Public, State of New York  
No. 31-4711623  
Qualified in New York County  
Commission Expires March 30, 1982

*Francine Ellen Zeifer*

STATE OF NEW YORK )  
: SS.:  
COUNTY OF NEW YORK )

On this 18<sup>th</sup> day of December, 1980, before me personally appeared Wayne F. Daugherty, to me personally known, who, being by me duly sworn, says that he is an Executive Vice President of XTRA Leasing Inc., that the seal affixed to the foregoing instrument opposite the name of said corporation is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My Commission expires: March 30, 1982

JAMES H. SCHNARE, II  
Notary Public, State of New York  
No. 31-4375353  
Qualified in New York County  
Certificate Filed in New York County  
Commission Expires March 30, 1982

*James H. Schnare II*

SCHEDULE A OF  
EQUIPMENT LEASE AGREEMENT

DESCRIPTION OF UNITS

100-Ton 4,750 and 4,700 Cubic Foot Capacity Covered Hoppers:

Manufacturer: Portec, Inc.

Number of Cars: 351

Identifying Marks: XTRX 76577-XTRX 76592, inclusive; XTRX 76593-XTRX 76692, inclusive (which cars bearing identifying marks XTRX 76593-XTRX 76692, inclusive, on or about September 8, 1980, will be repainted so as to thereafter bear, respectively, identifying marks MILW 101700-MILW 101799, inclusive) XTRX 76693-XTRX 76927, inclusive.

Purchase Agreement: XTRA, Inc. Equipment Purchase Order E-2064, dated November 3, 1979, accepted November 3, 1979 by Railcar Division of Portec, Inc.

Manufacturer: Richmond Tank Car Company

Number of Cars: 468

Identifying Marks: XTRX 75958-XTRX 76082 inclusive; XTRX 76188-XTRX 76347 inclusive; MILW 101800-MILW 101899, inclusive and XTRX 76348-XTRX 76430, inclusive.

Purchase Agreement: Letter Order of ITEL Corporation, dated November 30, 1978, accepted December 11, 1978 by Richmond Tank Car Company, as amended.

Manufacturer: FMC Corporation, Marine and Rail Equipment Division

Number of Cars: 90

Identifying Marks: XTRX 76983-XTRX 76999 inclusive; XTRX 77010-XTRX 77082 inclusive.

Purchase Agreement: XTRA, Inc. Purchase Order E-2098, dated June 5, 1980, accepted July 11, 1980, by Marine and Rail Equipment Division of FMC Corporation.